

## **Exhibit “C”**

### **SCHEDULE OF CAUSES OF ACTION TO BE TRANSFERRED AND RETAINED BY THE LIQUIDATING TRUST**

PLEASE TAKE NOTICE: No Person or Creditor may rely on the absence of a specific or categorical reference in the Plan, the Plan Supplement, or the Disclosure Statement to any Cause of Action against it as any indication that the Debtors or the Liquidating Trust will not pursue any and all available Causes of Action against it.

The Debtors and Liquidating Trust expressly reserve all rights to prosecute any and all Causes of Action against any Person or Creditor. Unless a Cause of Action is expressly waived, relinquished, exculpated, released, compromised, or settled in the Plan or a Bankruptcy Court order, the Debtors and Liquidating Trust expressly reserves all Causes of Action for later adjudication, and thus, no preclusion doctrine, including res judicata, collateral estoppel, issue preclusion, claim preclusion, estoppel (judicial, equitable, or otherwise), or laches, shall apply to such Causes of Action upon, after, or as a result of confirmation or consummation of the Plan.

Section 6.6 and 6.7 of the Plan contemplates the transfer of the Liquidating Trust Assets, including all Causes of Action, to the Liquidating Trust on the Effective Date.

Notwithstanding and without limiting the generality of Section 6.7 of the Plan, this schedule identifies specific Causes of Action, currently known to the Debtors, which are expressly preserved by the Debtors and Liquidating Trust. It is anticipated that following the Effective Date, the Liquidating Trust will pursue some or all of these Causes of Action in an effort to increase the amount of Cash in the Liquidating Trust, which may, in turn, result in a higher payout to the Holders of Allowed Claims against the Debtors.

In addition to the Causes of Action identified below, there may be additional Causes of Action based on state or federal law that currently exist or may arise that are not set forth herein, because the facts that form the basis of such Causes of Action are not fully or currently known by the Debtors (the “Unknown Causes of Action”). The intent of the Plan is to transfer all of the Debtors’ Causes of Action, including any Unknown Causes of Action, to the Liquidating Trust. For the avoidance of doubt, the failure to list any Cause of Action, including any Unknown Cause of Action, in the Disclosure Statement or Plan is not in any way intended to waive such claims or limit the rights of the Liquidating Trust to pursue such claims.

#### **RETAINED CAUSES OF ACTION**

1. The Debtors are a party to a number of insurance contracts and policies. Such policies are identified on the Debtors’ respective Schedule A/B and Schedule G. The Debtors expressly reserve all Causes of Action based in whole or in part upon any and all insurance contracts, insurance policies, occurrence policies, and occurrence contracts to which any of the Debtors is a party or pursuant to which any of the Debtors has any rights whatsoever.

2. The Debtors are a party to a number of contracts and leases. Such contracts and leases are identified on the Debtors' respective Schedule A/B and Schedule G. The Debtors expressly reserve all Causes of Action relating to such contracts and leases, including, without limitation, Causes of Action against vendors, suppliers of goods or any other parties: (a) for overpayments, back charges, duplicate payments, improper holdbacks, deposits, warranties, guarantees, indemnities, recoupment, or setoff; (b) for wrongful or improper termination, suspension of services or supply of goods, or failure to meet other contractual or regulatory obligations; (c) for failure to fully perform or to condition performance on additional requirements under contracts with any of the Debtors; (d) for payments, deposits, holdbacks, reserves, or other amounts owed by any Creditor, utility, supplier, vendor, insurer, surety, factor, lender, bondholder, lessor, or other party; (e) for any liens, including mechanic's, artisan's, materialman's, possessor, or statutory liens held by any of the Debtors; (f) counter-claims and defenses related to any contractual obligations; (g) any turnover actions arising under Section 542 or 543 of the Bankruptcy Code; and (h) for unfair competition, interference with contract or potential business advantage, breach of contract, infringement of intellectual property, any business tort claims, misappropriation of IP, or confidentiality breaches.
3. The Debtors' respective Schedules A/B identify Persons or Creditors that may owe money to the Debtors (the "Accounts Receivable Parties"), and the Debtors' respective Schedules E/F identify Persons or Creditors to whom that Debtor may owe money (the "Accounts Payable Parties"). The respective Debtors expressly reserve all Causes of Action against their respective Accounts Receivable Parties and Accounts Payable Parties.
4. All Causes of Action against the Debtors' former shareholders for fraudulent transfer and the recovery of any dividends or other consideration paid to shareholders.
5. All Causes of Action for avoidance and recovery under §§ 541, 542, 543, 544, 545, 547, 548, 549, 550, 553(b) of the Bankruptcy Code and all applicable state law, including but not limited to, claims against (a) the parties listed on Exhibit C-1 attached hereto; (b) those parties identified in response to Questions 3-6 and 9-13 of the Debtors' respective Statement of Financial Affairs.
6. All Causes of Action against any Insider of any Debtor.

### **RESERVATION OF RIGHTS**

The Debtors reserve all rights to amend, revise, or supplement this schedule at any time before the Effective Date of the Plan.

**Exhibit “C-1”**

<b>TARGET</b>	<b>POTENTIAL CLAIMS</b>
Shell Energy North America (US), L.P. and all affiliates	All claims stated in the Shell Litigation, including any amendments thereto
Shell Trading Risk Management, LLC and all affiliates	All claims stated in the Shell Litigation, including any amendments thereto
Electric Reliability Council of Texas	Potential preference and/or fraudulent transfer claims, breach of contract, contract damages, tortious interference, takings, due process violations, equitable subordination, negligence, etc.
Public Utility Commission of Texas	Potential fraudulent transfer claims, tortious interference, takings, due process violations, negligence, etc.
Nippon Gas Co., Ltd. and all affiliates	Recharacterization of debt to equity and equitable subordination
Nippon Gas USA, Inc. and all affiliates	Recharacterization of debt to equity and equitable subordination
Rhythm Ops, LLC and all affiliates	Potential fraudulent transfer claims
Bandon River Capital, LLC and all affiliates	Potential preference and/or fraudulent transfer claims, breach of contract, contract damages, tortious interference, etc.
MAJ Marketing, LLC	Potential preference and/or fraudulent transfer claims
AEP TX Central and all affiliates	Potential preference and/or fraudulent transfer claims
AEP TX North and all affiliates	Potential preference and/or fraudulent transfer claims
American Express and all affiliates	Potential preference and/or fraudulent transfer claims
CenterPoint Energy and all affiliates	Potential preference and/or fraudulent transfer claims

Eisenbach Consulting and all affiliates	Potential preference and/or fraudulent transfer claims
Exclusive Texas Group and all affiliates	Potential preference and/or fraudulent transfer claims
I.E. Solutions, LLC and all affiliates	Potential preference and/or fraudulent transfer claims
Integrity Energy and all affiliates	Potential preference and/or fraudulent transfer claims
John Eagle Imports, LLP and all affiliates	Potential preference and/or fraudulent transfer claims
MPower Marketing Enterprises and all affiliates	Potential preference and/or fraudulent transfer claims
ONCOR and all affiliates	Potential preference and/or fraudulent transfer claims
Pattern Recognition Technologies and all affiliates	Potential preference and/or fraudulent transfer claims
Platinum Xchange Enterprises Inc. and all affiliates	Potential preference and/or fraudulent transfer claims
Texas New Mexico Power and all affiliates	Potential preference and/or fraudulent transfer claims
TruEnergy and all affiliates	Potential preference and/or fraudulent transfer claims
JP Morgan Chase and all affiliates	Potential preference and/or fraudulent transfer claims
ACT Commodities, Inc. and all affiliates	Potential preference and/or fraudulent transfer claims
Bid UREnergyInc. and all affiliates	Potential preference and/or fraudulent transfer claims
Broker Online Exchange LLC and all affiliates	Potential preference and/or fraudulent transfer claims
Integrity Energy and all affiliates	Potential preference and/or fraudulent transfer claims

Kinect Energy, Inc. and all affiliates	Potential preference and/or fraudulent transfer claims
New York State Research and all affiliates	Potential preference and/or fraudulent transfer claims
PJM Nordeo/Neast/Nesday and all affiliates	Potential preference and/or fraudulent transfer claims
Progressive Energy Consultants and all affiliates	Potential preference and/or fraudulent transfer claims
Saracen Energy Advisors, LP and all affiliates	Potential preference and/or fraudulent transfer claims
North American Venture Capital and all affiliates	Potential preference and/or fraudulent transfer claims
Leonel Herrero Jr.	Potential preference and/or fraudulent transfer claims
ADP and all affiliates	Potential preference and/or fraudulent transfer claims
Amazon Web Services and all affiliates	Potential preference and/or fraudulent transfer claims
Cogent Communications and all affiliates	Potential preference and/or fraudulent transfer claims
Dun and Bradstreet, Inc. and all affiliates	Potential preference and/or fraudulent transfer claims
Energy Services Group, Inc. and all affiliates	Potential preference and/or fraudulent transfer claims
Genesys Telecommunications Laboratories, Inc. and all affiliates	Potential preference and/or fraudulent transfer claims
Greenberg, Grant and Richards, Inc. and all affiliates	Potential preference and/or fraudulent transfer claims
IMS and all affiliates	Potential preference and/or fraudulent transfer claims
IMS Postage and all affiliates	Potential preference and/or fraudulent transfer claims

Marketing Response Solutions and all affiliates	Potential preference and/or fraudulent transfer claims
Onelink Holdings, S.A. and all affiliates	Potential preference and/or fraudulent transfer claims
Salesforce and all affiliates	Potential preference and/or fraudulent transfer claims
Usio Postage and all affiliates	Potential preference and/or fraudulent transfer claims
Usio, Inc. and all affiliates	Potential preference and/or fraudulent transfer claims
BDO and all affiliates	Potential preference and/or fraudulent transfer claims
Cigna Health and Life Insurance Co. and all affiliates	Potential preference and/or fraudulent transfer claims
First Insurance Funding and all affiliates	Potential preference and/or fraudulent transfer claims
Intacct and all affiliates	Potential preference and/or fraudulent transfer claims
Reed Smith and all affiliates	Potential preference and/or fraudulent transfer claims
Shoichiro Osawa	Potential preference and/or fraudulent transfer claims
Wolters Kluwer and all affiliates	Potential preference and/or fraudulent transfer claims
US Retailers LLC and all affiliates	Potential fraudulent transfer claims